

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Ph: 302-739-3073**

**Certificate of Merger
of a Delaware Corporation
into a Foreign Limited Liability Company**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger of a Delaware Corporation merging into a Foreign Limited Liability Company to be filed in accordance with Section 264(c) of the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$259.00. If the document is more than 1 page, please include \$9.00 for each additional page. You will receive a stamped “Filed” copy of the submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees or you may consult our fee chart at corp.delaware.gov.

Before the Certificate can be filed, all taxes due to the State through the effective date of the merger must be paid and all applicable Annual Franchise Tax Reports must be filed. Please contact the Franchise Tax Section prior to submitting the document for filing to determine the Franchise Taxes and Annual Reports due. Checks should be made payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Special Instructions – Certificate of Merger of Delaware Corporation into Foreign Limited Liability Company

This form is to be used as a Template only. The following instructions will help you in correctly completing the Merger Certificate. The instructions are numbered to correspond with the article being referenced.

- 1. The current name of the surviving foreign limited liability company and the current name of the Delaware corporation exactly as they exist in our records. Please visit our website to verify the name of the Delaware entity.*
- 2. Statement required by Section 264(c)(2); no action needed.*
- 3. The current name of the surviving foreign limited liability company.*
- 4. The month, day and year of the effective date of the merger. The date can either be the date the document is received by the Division or a future date that is within 90 days of the file date.*
- 5. List the address of an office of the surviving foreign limited liability company at which the Agreement of Merger is on file.*
- 6. Statement required by Section 264(c)(7); no action needed.*
- 7. List the address of the surviving foreign limited liability company at which the Delaware Secretary of State may forward service of process.*

Execution Block - *The document must be signed by an authorized person of the surviving limited liability company. The name of the person must be typed or written legibly underneath the signature.*

This form contains the basic information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at corp.delaware.gov.

*Sincerely,
Delaware Division of Corporations*

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned foreign limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving foreign limited liability company is _____, a (*list jurisdiction*) _____ limited liability company and the name of the Delaware corporation being merged into the foreign limited liability company is _____.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

THIRD: The name of the surviving foreign limited liability company is _____.

FOURTH: The merger is to become effective on _____.

FIFTH: The executed Agreement of Merger is on file at _____, an office of the surviving foreign limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving foreign limited liability, on request and without cost, to any stockholder of the Delaware corporation or any member of the foreign limited liability company.

SEVENTH: The surviving foreign limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the corporation, as well as for enforcement of any obligation of the surviving foreign limited liability company arising from this merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in an such suit or other proceeding. The Secretary of State shall mail any such process to the surviving foreign limited liability company at _____.

IN WITNESS WHEREOF, said foreign limited liability company has caused this certificate to be signed by an authorized person, the _____ day of _____, A.D., _____.

By: _____
Authorized Person

Name: _____
Print or Type